

P11000089746

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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OCT 13 2011

EXAMINER



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 13 PM 2:45

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EDUCATORSHANDBOOK.COM, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Daniel R. Russell

Contact Person

EFFECTIVE DATE 1/1/2012

Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.

Firm/Company

215 S. Monroe St., 2nd Floor

Address

Tallahassee, FL 32301

City, State and Zip Code

drussell@penningtonlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel R. Russell

Name of Contact Person

at (850) 222-3533

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☒ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 13 PM 2:45

EFFECTIVE DATE 1/1/2012

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 13 PM 2:45

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

LO70000 28722

EDUCATORSHANDBOOK.COM, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on August 5, 2003

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

EDUCATORSHANDBOOK.COM, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1, 2012

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 12th day of October, 20 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: (See below)

Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: (See below)
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:


Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion: \$35.00
Fees for Florida Articles of Incorporation: \$70.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)


Austin Jackson * 10/12/2011
*Mr. Jackson is signing as the MANAGER of
EDUCATORSHANDBOOK.COM, LLC, and also
as a DIRECTOR of EDUCATORSHANDBOOK.COM, INC.

EFFECTIVE DATE 1/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 13 PM 2:45

**ARTICLES OF INCORPORATION
OF
EDUCATORSHANDBOOK.COM, INC.**

ARTICLE I. Name

The name of the corporation shall be EDUCATORSHANDBOOK.COM, INC. The effective date of this filing is January 1, 2012.

ARTICLE II. Principal Office

The principal office and place of business of this corporation in the State of Florida shall be 5856 Appomattox Court, Tallahassee, FL 32312.

ARTICLE III. Purpose

The corporation shall have the power and authority to transact business as authorized under the laws of the State of Florida, as they now exist or may hereafter be amended, and to exercise any and all other lawful rights, powers, privileges and activities under the laws of the State of Florida or the United States.

ARTICLE IV. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V. Term Of Existence

The corporation shall exist perpetually.

ARTICLE VI. Initial Registered Office And Agent

The initial registered office of this corporation shall be 5856 Appomattox Court, Tallahassee, Florida 32312, and the initial registered agent of this Corporation shall be Austin Jackson.

ARTICLE VII. Directors

The corporation shall never have less than one director, the majority of whom shall be United States citizens, and all of whom are over the age of 18. The names and residence addresses of the initial director(s), whose initial term(s) of office shall be for one year, are:

Austin Jackson
5856 Appomattox Court
Tallahassee, FL 32312

ARTICLE VIII. Authority Of Directors

The Directors of the corporation shall have the power to cause the corporation from time to time, and at any time, to purchase, hold, sell, transfer, or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article VIII of these Articles shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its Articles. Directors may be removed only for cause.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of October, 2011.



Daniel R. Russell

**CERTIFICATE OR DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Educatorshandbook.com, Inc.
2. The name and address of the registered agent and office is: Austin Jackson, 5856 Appomattox Court, Tallahassee, FL 32312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Austin Jackson

10/12/2011
DATE